

1.0 Conflict of Interest Policy

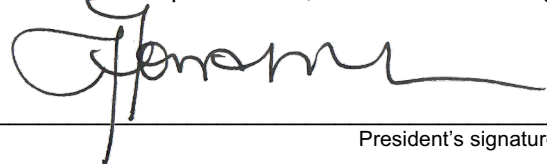
1.1 EXPECTATIONS OF DIRECTORS

- (a) Directors are expected to be critically self-aware as they participate in discussions and decisions.
1. No Director shall vote on any matter in which they have a material and direct financial interest that will be affected by the outcome of the vote.
 2. With respect to any particular matter being considered by the Board of the RCA, each Director shall disclose to the Board any matter that could reasonably be considered to place that Director into a position of conflict of interest.
 3. Directors are to abstain or absent themselves from deliberations when a real or perceived conflict of interest is anticipated.
 4. If the board determines that a Director has a real or perceived conflict of interest they may ask that Director to refrain from the discussion in question, abstain and/or absent themselves.
 5. After disclosure of a potential conflict of interest situation, the disinterested members of the Board of Directors shall determine whether any conflict of interest exists.
 6. After exercising due diligence, the Board of Directors are expected to determine whether the RCA could obtain a similar transaction, contract or other arrangement from a person or entity that would not give rise to a conflict of interest.
 7. The Board of Directors may determine by a majority vote of the non-conflicted Directors whether entering into a transaction, contract or arrangement with a Director is in the RCA's best interest.

1.2 REPERCUSSIONS

1. If the Board of Directors has reasonable cause to believe that a Director has failed to disclose an actual or possible conflict of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.
2. If the Board of Directors determines that the Director has in fact failed to disclose an actual or possible conflict of interest, it shall decide upon disciplinary or corrective action such as suspension or removal from the Board of Directors.

Approved by the Board of Directors
at the September 17, 2019 board meeting

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President's signature

2.0 RCA Representation on External Boards and Committees

POLICY

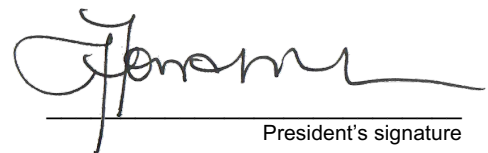
The Recycling Council of Alberta (RCA) interacts with numerous groups and organizations by participating on external Boards and Committees that represent issues of interest to the RCA. Being chosen to represent the RCA on an external Board or Committee is an honour that is accompanied by a responsibility to represent the RCA in a professional manner. The process and requirements for appointing representatives to external Boards and Committees is described below.

PROCEDURE

1. All nominees to external Boards or Committees must be current RCA Directors.
2. Any Director nominated for an External Board or Committee must identify to the RCA Board, prior to any vote on their nomination – any conflicts of interests or perceived conflicts of interest.
3. Appointments to external Boards or Committees require a simple majority of Directors to vote in favour of the nominee's appointment. The RCA shall always endeavour to ensure that they provide the external Board or Committee with the person best suited to serve in that capacity.
4. External Board or Committee representatives is expected to attend all meetings of the Board or Committee to which they are appointed. In the event they cannot attend a meeting, they will make efforts to find an alternate representative from the Board if this is acceptable to the External Board or Committee.
5. The RCA's Executive Director will act as a resource person for External Board or Committee representatives, and may attend meetings on their behalf if requested by the External Board or Committee.
6. At the next scheduled meeting of the Board of Directors following the External Board or Committee meeting, External Board or Committee representatives will provide a written or verbal report on the External Board or Committee proceedings and activities. If limited by requirements for confidentiality by the External Board or Committee, the representative is expected to disclose this occurrence.
7. In an effort to promote dynamic discourse and a variety of opportunities for Directors, External Board or Committee representatives will normally not serve in that capacity for more than three consecutive years. The Board of Directors may choose longer or shorter terms for an appointment after having considered both the interests of the RCA and those of the External Board or Committee in its deliberations.

External Board or Committee members shall only be removed from an External Board or Committee if they no longer sit on the Board of Directors of the RCA, or by a two-thirds majority vote of the Board of Directors.

Approved by the Board of Directors
at the September 17, 2019 board meeting



President's signature

3.0 Special Projects

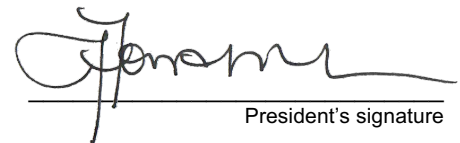
POLICY

Special projects that require expenditures not approved as part of the annual budget must receive the approval of the Executive Director or RCA Board of Directors as detailed in the procedures below.

PROCEDURE

1. The project proponent(s) prepares a proposal containing the project's rationale; a budget that includes resource demands; an explanation of how the project outcomes will contribute to the goals or strategies of the RCA; and a list of potential sponsors that may fund the project.
2. The project proponent(s) submits the project outline to the RCA's Executive Director
3. If the budget for the project is expected to be less than \$2500, the Executive Director may either approve the project and expenditure or forward the proposal to the Board for its consideration. If the Executive Director approves the project they shall inform the Board of the project's approval at the next regularly scheduled Board meeting.
4. If the budget for the project is expected to exceed \$2500, or if the Executive Director so chooses, the proposal shall be brought forward for the Board's consideration at its next scheduled meeting. The proposal requires the affirmative vote of a simple majority of Directors in order to gain approval.
5. The Board may choose to attach conditions to the approval including assigning a project supervisor, setting a schedule for updates to be submitted to the Board or any other conditions they deem necessary.
6. If the Board gives its approval, a letter of confirmation shall be sent to the project proponent(s) with authorization to proceed with the project subject to any conditions attached by the Board.
7. At the completion of the project, the proponent(s) will present the results to the RCA Board.

Approved by the Board of Directors
at the September 17, 2019 board meeting



President's signature

4.0 Procurement Policy

4.1 BACKGROUND

The Recycling Council of Alberta (RCA) recognizes the importance of ensuring that the principles of sustainable development and environmental sensitivity form a key component of all procurement decisions and therefore has established and implemented the following procurement policy:

4.2 POLICY

If the required products are available and meet the RCA's needs, the RCA will seek out and give priority to members that are suppliers of office and other supplies that:

- achieve a reduction in the product or materials usage or in waste generated during production; and
- contain high levels of post-consumer recycled material; and
- allow for re-use of the original product or material.

Further, the RCA recognizes and supports provincial and municipal waste reduction targets and will contribute to these objectives by implementing an overriding procurement policy that incorporates the procurement of fewer products.

Approved by the Board of Directors
at the December 12, 2017 Board Meeting

President's signature

Date

5.0 Board Meeting Travel Reimbursement Policy

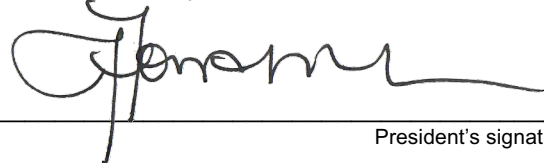
POLICY

The purpose of this policy is to establish criteria for reimbursement of travel costs incurred by Directors to attend Board meetings. It is expected that in normal circumstances, a Directors employer will cover most, or all travel costs. Despite this practice, the RCA recognizes that the diversity of Board representation is important and understands the need to ensure that financial constraints do not prevent Directors from participating in RCA Board meetings.

PROCEDURE

1. As the RCA is committed to reducing its environmental footprint but also highly values the time and efforts of its Membership. Board members are expected to choose the most environmentally conscious option that is also reasonably balanced with their own safety, and consumption of their own time. Preferred options are to car pool, take a bus or to rent a car; where doing so is reasonably practical and balances our values as stated above.
2. When options of car pooling, taking a bus, or renting a car are not reasonable, in the opinion of the Board member claiming expense, then the Board may, or may not in its sole determination, opt to grant reimbursement for other options; for example, personal vehicle gas expense reimbursement.
3. Mileage will be reimbursed:
 - For the carpool vehicle owner/driver, kilometers travelled, without waypoints, from the Directors home or place of business (whichever is lower) to the meeting location, and will be based upon the current rate used by the Government of Alberta;
 - For the round trip cost of the lowest-cost bussing option
 - For vehicle rental costs
4. Accommodation and meal expenses will not be reimbursed.
5. An expense report, including receipts must be submitted by a Director, to the Executive Director for review within 60 days of when the expense was incurred.
6. Where expenses are deemed to be valid expenses under this policy, the Executive Director shall approve the expense claim and ensure a cheque is prepared to be signed by a Director with signing authority.
7. The expense claim shall be reviewed by the Director with signing authority at the next regular Board meeting, and where the Director is in agreement that the claim is valid, they shall endorse the cheque and ensure it is forwarded to the claimant.
8. A maximum value of \$3,000 per year to be allotted in the annual budget to accommodate reimbursements compliant with this policy.

Approved by the Board of Directors
at the September 17, 2019 board meeting



President's signature

6.0 Credit Card Use Policy

6.1 PREAMBLE

A Recycling Council of Alberta credit card is issued for the purpose of covering incidental and approved expenses which are incurred for RCA business, with the intent to avoid the requirement of staff and contractors personally financing RCA operations.

6.2 GUIDELINES FOR USE

1. The credit card is to be issued only under the name of the Executive Director.
2. Use of the credit card will be authorized only by the person whose name appears on the card.
3. Under no circumstances will the credit card be used to cover any non-business related expenditures of any kind.
4. The credit card will not be used to obtain cash advances.
5. The credit card will carry a maximum line of credit of \$25,000.
6. Expenditures will meet one of the following criteria:
 - a) specified in a budget which has been approved by the Board of Directors, or
 - b) not to exceed an expenditure of \$500, in the case of incidental expenses

6.3 REPORTING

1. A record outlining all credit card expenditures will be submitted to the Treasurer monthly.
2. The Treasurer will review credit card expenditures monthly and report to the Board any failure to meet the guidelines outlined above.


6.4 PAYMENT

The balance outstanding on the credit card will be paid in full prior to the monthly payment deadline.

6.5 REPERCUSSIONS

Failure to adhere to the credit card use policy is grounds for staff dismissal, contract termination, or expulsion from the Board. In the case of improper use, the Board will pursue restitution from the person responsible for the misuse.

Approved by the Board of Directors
at the September 17, 2019 board meeting



President's signature

7.0 Non-Discrimination Policy

7.1 BACKGROUND

The concept of diversity encompasses acceptance and respect. It means understanding that each individual is unique, and recognizing our individual differences. These can be along the dimensions of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical ability, religious beliefs, political beliefs, or other ideologies. It is the exploration of these differences in a safe, positive, and nurturing environment. It is about understanding each other and moving beyond simple tolerance to embracing and celebrating the rich dimensions of diversity contained within each individual

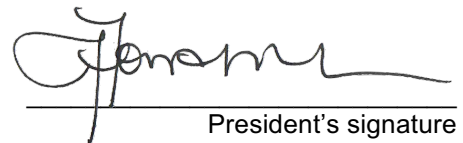
7.2 EXPECTATIONS

The Recycling Council of Alberta (RCA) encourages diversity, and is an organization that enables its employees, Directors, Committee members, and members to contribute fully regardless of any differences.

7.3 REPERCUSSIONS

Failure to adhere to the non-discrimination policy could result in censure and/or suspension from the Board and/or Committee(s) and/or Council.

Approved by the Board of Directors
at the September 17, 2019 Board Meeting



President's signature

8.0 Members Code of Conduct and Ethics

Members of the Recycling Council of Alberta shall

1. Endeavor to promote and facilitate waste reduction, recycling and resource conservation, including the following:
 - a. Encouraging public policy which facilitates waste reduction, recycling and resource conservation.
 - b. Encouraging and assist the Industrial, Commercial and Institutional sector to responsibly manage its waste stream, assume product stewardship, increase recycled content and conserve resources.
 - c. Encouraging Market Development for recycled materials and waste reduction products & services.
 - d. Raising awareness, educating and encouraging societal responsibility for waste reduction, recycling and resource conservation.
2. Conduct their business with proper regard for safety, health and welfare of employees and the public, and for the protection of the environment;
3. Conduct their business in full compliance with both the letter and the spirit of all applicable laws, regulations and policies of Municipal, Provincial and Federal jurisdictions;
4. Conduct themselves toward other members with fairness, trust, and in good faith;
 - a. No member shall commit or condone unethical or illegal acts or instruct another member, supplier or employee, to do so.
 - b. Members are neither endorsed by the RCA nor by affiliated sponsors or other members.

Members of the Recycling Council of Alberta recognize that the Members Code of Conduct and Ethics is founded upon integrity, competence, devotion to service and protection of the environment.

Approved by the Board of Directors
at the September 17, 2019 Board Meeting



President's signature

8.1 Directors Code of Conduct and Ethics Policy

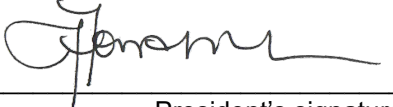
As a member of the Board or a Committee, Directors have a fiduciary duty to the Recycling Council of Alberta (RCA), even if RCA positions may be in opposition to those of any other organization they belong to. Directors are required to make decisions in the best interests of the RCA and its members.

Directors of the Board and Committee members of the RCA are required at all times to adhere to the following ethical standards:

1. Act in accordance with and display utmost good faith towards the RCA;
2. Act in the best interest of the RCA;
3. Represent the interests of all members served by the RCA;
4. Do not use their position for personal advantage or for the advantage of friends and associates;
5. Respect the confidentiality of information received as a member of the Board or of a Committee;
6. Respect and publically support decisions of the Board;
7. Approach all Board issues with an open mind, prepared to make decisions in the best interest of the RCA;
8. Do not violate the trust of those by whom they were elected or appointed;
9. Endeavor to promote and facilitate waste reduction, recycling and resource conservation, including:
 - a. Encouraging public policy which facilitates waste reduction, recycling and resource conservation.
 - b. Encouraging and assisting the Industrial, Commercial and Institutional sector to responsibly manage its waste stream, adopt product stewardship, increase recycled content and conserve resources.
 - c. Encouraging market development for recycled materials and waste reduction products & services.
 - d. Raising awareness, educating and encouraging societal responsibility for waste reduction, recycling and resource conservation.
10. Conduct their business with proper regard for safety, health and welfare of employees and the public, and for the protection of the environment;
11. Conduct their business in full compliance with both the letter and the spirit of all applicable laws, regulations and policies of Municipal, Provincial and Federal jurisdictions;
12. Conduct themselves toward other members with fairness, trust and in good faith;
 - a. No Director shall commit or condone unethical or illegal acts or instruct another member, supplier or employee, to do so.
 - b. Directors are neither endorsed by the RCA nor by affiliated sponsors or other members unless delegated to do so.

Members of the RCA recognize that the organization's Directors Code of Conduct and Ethics is founded upon integrity, competence, devotion to service and protection of the environment.

Approved by the Board of Directors
at the September 17, 2019 Board Meeting



President's signature

9.0 Suspension or Cancellation of Membership Policy

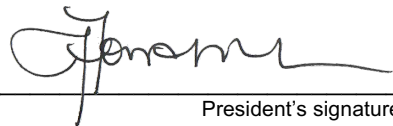
9.1 POLICY

It is within the authority of the Board of Directors of the Recycling Council of Alberta (RCA) to, with cause; approve the suspension or cancellation of a membership with the RCA. Valid reasons for suspension or cancellation include 1) a violation of the RCA's Members Code of Conduct and Ethics Policy, 2) a violation of the RCA's Non-Discrimination Policy, or 3) fraudulent or illegal actions as proven in a court of law.

9.2 PROCEDURE

1. A Director of the Board may begin the process of suspending or cancelling a membership by submitting a Request for Decision (RFD) for suspension or cancellation and requesting it be added to the agenda at the next general Board meeting. The RFD must contain the reasons and proof of any misconduct used as the basis for the suspension or cancellation request.
2. The Member who is the subject of the RFD shall be notified immediately following the general Board meeting and invited to attend the next general or special meeting of the Board if they wish to object to the request for suspension or cancellation of their membership. The member will be advised of the RCA's reasons for having called for such a vote and given the opportunity to provide evidence as to why their membership should not be suspended or cancelled.
3. Following the Member's provision of evidence, a vote will be held on the motion for suspension or cancellation, requiring the approval of not less than two-thirds of Directors present for the vote. Following any suspension or cancellation, the registers maintained by the Association shall be amended accordingly.
4. Any membership suspended or cancelled shall result in the suspension or cancellation of membership privileges or powers in the Association until such time as their membership is reinstated. Reinstatement requires that the suspended or cancelled member submit a new application for membership and further requires another vote and approval of more than two-thirds of Directors to approve the reinstatement. Directors may choose to reinstate members with conditions including a probation period if they think such conditions are in the best interest of the RCA.

Approved by the Board of Directors
at the September 17, 2019 Board Meeting



President's signature

10.0 Freedom of Information and Protection of Privacy Policy

10.1 PURPOSE

The Recycling Council of Alberta (RCA) has established a freedom of information and protection of privacy policy to ensure information collected by the RCA is used for the purposes for which it was collected as stated in the Mission Statement (Attachment 3). The RCA is committed to maintain the privacy of personal information in its possession and control that has been provided by its members and employees. The RCA is committed to maintain the same privacy for all agents and contractors.

The following policies will be followed:

10.2 ACCOUNTABILITY

The RCA will appoint an individual or individuals who will be responsible for being accountable for personal information held under its possession and control.

10.3 COLLECTION OF INFORMATION

The RCA collects information from the following sources: members, employees and business contacts. Membership and contact information is for the purposes outlined in the Mission Statement. The type of information collected is outlined on the application form (Attachment 1), which may be amended from time to time. If the applicant is a corporation, contact information should be limited to the contact's name, position and telephone (fax & e-mail) of the applicable corporation.

Employee information should be limited to data required for employment (for Revenue Canada etc.).

Contact information collected at conventions and meetings will be retained as contact information only and not for the purposes of membership related activities.

10.4 CONSENT

Members should be informed that their corporate information will be published in the Enviro Business Guide and on the RCA website. The Application form should contain a statement indicating the purpose for which information is collected (Attachment 2). It will be implied that members will consent to use of their information by reason of their application form. The member should contact the Executive Director or the Business Manager if they do not wish to have their corporate information published by the RCA.

10.5 LIMITING USE OF INFORMATION

Information collected from individuals or members should not be used or disclosed for purposes other than the purposes for which it was collected, except with consent of the individuals or members from whom it was collected. The RCA will not sell information collected for any purpose without the consent of the members.

Personal and membership information will only be retained for the fulfillment of the purpose it was collected.

10.6 ACCURACY OF INFORMATION

Personal and membership information shall be as accurate, complete and up-to-date as is necessary for the purposes it was collected. The information will be as accurate as the information received.

10.7 SAFEGUARDING INFORMATION

The RCA will take all reasonable steps to protect with appropriate safeguards all personal and membership information it has collected.

10.8 OPENNESS AND ACCURACY

The RCA will make readily available to individuals or members specific information about practice and policies related to management of personal and membership information. Upon request all individuals and members shall be informed of the existence, use and disclosure of information collected and shall be given access to that information. Individuals and members can challenge the accuracy and completeness of the information collected and have it changed as required.

10.9 CHALLENGING COMPLIANCE

An individual or member shall be able to challenge any concerns relating to compliance with this Privacy Policy to the individuals responsible for the organizations compliance.

10.10 RETENTION OF INFORMATION

Personal information of employees, agents and contractors will be maintained for seven years after they no longer are employed by the RCA as required be law. The RCA will follow the policy of destroying all documents after seven years unless they are relevant to current operations.

Approved by the Board of Directors

President's signature, August 11, 2004

Recycling Council of Alberta

ATTACHMENT 1 Membership Information

Recycling Council of Alberta
Membership Information / Enviro Business Guide Update Form
Friday, November 21, 2008

Company			
First Name		Phone	
Last Name		Extension	
Position/Title		Fax	
Mailing Address			
City		Toll Free No	
Province		Email	
Postal Code		General Email	
		Internet	

Member Services & Subscriptions

Membership Category:			Membership Renewal Month:		
Connector Newsletter	<input type="radio"/> Electronic (emailed) <input type="radio"/> None		Membership Certificate	<input type="radio"/> Printed <input type="radio"/> Electronic <input type="radio"/> No Thanks	
RCA Newsletter	<input type="radio"/> HTML Email <input type="radio"/> Text-Only Email <input type="radio"/> Fax <input type="radio"/> None				
Additional Contacts on Mailing List					
Listing in Enviro Business Guide	<input type="radio"/> Yes <input type="radio"/> No (does not apply to individual members)				
Enviro Business Guide Listing Categories:					
Description of Organization					
Services offered					
Products sold					

Consent for Usage of Membership Information

The Recycling Council is committed to maintaining the confidentiality of information it has received for other than the purpose it was collected for as outlined in the Corporate Mission Statement. Information may appear on the corporate website and in the Enviro Business Guide or in other publications published by the Recycling Council of Alberta. By submitting this application the applicant has consented to the use of the information as stated above. The Recycling Council of Alberta will not sell membership information.

Questions

If you have any questions with respect to access to information, corrections of information and security of information please contact the Executive Director by phone 403.843.6563 or by e-mail info@recycle.ab.ca.

☐ **OK - No changes required** ☐ **Please update with changes**

Box 23, Bluffton, AB T0C 0M0 Tel: 403.843.6563 Fax 403.843.4156
info@recycle.ab.ca www.recycle.ab.ca

ATTACHMENT 2 Consent

Consent for Usage of Membership Information

The Recycling Council is committed to maintaining the confidentiality of information it has received for other than the purpose it was collected for as outlined in the Corporate Mission Statement. Information may appear on the corporate website and in the Enviro Business Guide or in other publications published by the Recycling Council of Alberta. By submitting this application the applicant has consented to the use of the information as stated above. The Recycling Council of Alberta will not sell membership information.

Questions

If you have any questions with respect to access to information, corrections of information and security of information please contact the Executive Director at 403.843.6563 or info@recycle.ab.ca.

Recycling Council of Alberta

ATTACHMENT 3 Mission Statement

The Recycling Council of Alberta exists

*“To promote and facilitate waste reduction, recycling, and resource conservation
in the Province of Alberta.”*

To meet our mission we will strive towards the following goals:

Leadership & Advocacy

Encourage public policy which facilitates waste reduction, recycling and resource conservation.

Industrial, Commercial and Institutional

Encourage and assist the ICI sector to responsibly manage its waste stream,
assume product stewardship, increase recycled content and conserve resources.

Market Development

Encourage Market Development for recycled materials and waste reduction
products & services.

Communications

Raise awareness, educate and encourage societal responsibility for waste
reduction, recycling and resource conservation.

Organizational

Enhance the effectiveness of the RCA in pursuit of our goals and objectives.

11.0 Annual General Meeting and Conference Travel Allowance Policy

POLICY

Directors regularly volunteer their time to further the mission of the RCA, including participating in board, project team and external meetings and volunteering time at events across Alberta. When financially prudent, the RCA believes it is appropriate to compensate volunteers for their dedication and hard work by providing funds towards reducing RCA Conference and Annual General Meeting (AGM) costs for Directors and volunteers.

PROCEDURE

The Board of Directors will review, in the fall, or prior to the October meeting, the RCA's financial wherewithal to provide funds to reduce attendance and travel costs for Directors, or volunteers whose service to/with the RCA has exceeded that of others. Based on this annual review, the Board of Directors may specify limits on any expense subsidization.

Directors and volunteers who wish to request funds to offset attendance and travel costs related to the Conference and AGM must do so within 60 days of the costs being incurred. Any subsidy will be based upon a scale that reflects the applicant's level of attendance, participation and service to the RCA. The Executive Director will review all requests with the Executive Committee.

The Executive Committee is authorized to award expense subsidization to applicants, subject to any limits identified by the Board of Directors at the September Board meeting.

Approved by the Board of Directors
at the November 21, 2017 board meeting

President's signature

Date

12.0 Election of Executive Board Members Policy

Any member of the Board of Directors in good standing shall be eligible for nomination to the Executive.

Within ten (10) days of the Annual General Meeting (AGM) of the Council, the Board of Directors shall request up to three Liaison Representatives to serve as an Ad-Hoc Nominating Committee. In the event that less no Liaison Representatives are available to sit on the Nominating Committee, the Board of Directors can request that Council members fill the remaining positions. Preference will be given to those who have previous experience on the Board of Directors, but are not currently a Director on the Board to act as the Ad-Hoc Committee Chair. If no representatives are available, a request will be made to the current Directors to fill the positions on the Ad-Hoc Nominating Committee.

The Nominating Committee shall:

- Elect a Committee Chair;
- Call for nominations from the elected Directors to fulfill roles the positions of President, Vice President, Treasurer and Secretary;
- Attempt to contact each Director individually to determine their interest and availability in an Executive position(s);
- Receive nominations from Directors that identify the Director nominated and the position nominated for;
- Confirm with the nominated Director(s) that they consent to serving on the Executive Committee in the position for which they were nominated;
- Close nominations for the Executive positions at least 10-days prior to the next scheduled Board meeting following the AGM, at which Executive elections will be held;
- Circulate the names of the nominees to the Board of Directors.

At the Board meeting following the AGM, the chair of the committee shall:

- Call for nominations from the floor prior to the election of the Executive positions, starting with the President, Vice-President, Treasurer and then Secretary;
- Declare nominations to be closed when no further nominations from the floor are made;
- Identify the persons nominated for each Executive position;
 - if a nominated Director is not elected, they may be nominated for another position but no Director shall occupy more than one position on the Executive;
- Declare a Director to be elected by acclamation if they are the only nominee for a position on the Executive;
- If more than one Director allows their name to stand for a position, distribute ballots to each Director, except the Chair of the Ad-hoc Nominating Committee, to elect a new Executive;
- Allow each nominee 2 minutes to speak to why they would like to be on the Executive;
- Call for Directors to mark their ballots – identifying one candidate per position;

- Ask the members of the Nominating Committee to collect ballots from each Director and tally the votes. In the case of the Chair being the only member of the Nominating Committee, the Chair will collect the ballots and tally the votes. If a race for any Executive position ends in a tie-vote then the Chair of the Ad-hoc Nominating Committee will cast the deciding vote;
- Identify the successful candidates for the Executive positions; and
- Call for the ballots to be destroyed.

If a vacancy occurs during an Officer's term, nominations will be called for in accordance with this policy

and an election will be held at the next scheduled meeting of the Board of Directors to fill the remainder of the Executive position's term.

Approved by the Board of Directors
at the April 16, 2019 board meeting

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13.0 Removal of Inactive Board Members Policy

13.1 POLICY

The purpose of this policy is to ensure that the Board is governed by engaged Directors, and that absentee Directors do not continue to occupy seats on the Board. Section 4.5.1 of the By-laws note that any Director or Officer of the Board may be expelled from the Board and/or from the Association by a two-thirds vote of the Directors present at the Board meeting at the time of the vote.

13.2 PROCEDURE

Any Board member that has been absent from 25% of Board meetings, including the Annual General Meeting (AGM) within a 12-month cycle of the Association (from one AGM to the next) will be contacted by the President of the Board in writing requesting his or her attendance at the next meeting or notification of special circumstances which prevent the member from attending such meeting.

In the absence of the Director's attendance or a satisfactory response at the next regular meeting of the Board, the President shall call for a vote of the Board on a recommendation to expel the Director and declare their seat vacant.

Approved by the Board of Directors
at the November 21, 2017 board meeting

President's signature

Date

14.0 Audit Policy

The Recycling Council of Alberta (RCA) recognizes the importance of ensuring their financial books are in order and audited for the sake of due diligence and to be compliant with the Societies Act (Alberta). The RCA also recognizes the administrative and financial burdens of conducting financial audits via a third party financial firm.

RCA's policy for auditing will be to have a financial audit conducted by an accredited professional every five years. In the other years, a financial audit (review) will be conducted by a duly qualified accountant, with the results audited by two members of the association.

Approved by the Board of Directors
at the December 11, 2018 board meeting

President's signature

15.0 Emergency Succession Plan: Policy & Procedures

Preamble

The **Recycling Council of Alberta** (RCA) currently uses a 'contract model' to hire both its Executive Director and its organizational management & administration services under a single contract: Organizational Management & Administrative Contract. The role of the Executive Director and the Organizational Management & Administrative service provider is attached (Appendix A).

Important risks associated with this contracting model are:

- The person designated as the Executive Director in the contract may become temporarily or permanently unavailable to fulfil their duties prior to the contract's natural termination.
- The company hired to manage the organizational management & administration contract may make an unplanned exit prior to the contract's natural termination.

Unplanned absences or exits could occur for a variety of reasons, such as: the Board of Directors or the contractor providing 90 days' notice to exit the contract; illness; immediate termination of the contract with cause; mutually agreed termination of the contract; etc.

The Board acknowledges that such an absence is highly improbable and certainly undesirable. However, it also believes that it requires an Emergency Succession Plan as necessary due diligence and as a good governance measure to mitigate the RCA's risk. It is expected that this Plan will ensure continuity for the organization should an unplanned absence occur until such time as either the Executive Director returns to their duties or a new permanent Executive Director & Organizational Management and Administration services may be engaged by the RCA Board of Directors.

Policy

The Board of Directors authorizes the Executive Committee to implement this Emergency Succession Plan in the event of an unplanned absence of the Executive Director and/or the Organizational Management & Administrative contractor.

Definitions

1. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical.
2. A temporary (short or long term) absence is one in which:
 - a. The Executive Director is unable to full their duties for a period of time and the contractor notifies the Board of the absence;
 - b. The contractor remains available to the RCA to fulfil their management and administrative duties; and
 - c. The Executive Director is expected to return to their position and fulfill their duties once the events precipitating the absence are resolved.
3. A short-term absence is less than three (3) months.

4. A long-term absence is one that is expected to last more than three (3) months.
5. A permanent absence is one in which it is expected that either the Executive Director or the contractor is not expected to return to their position or fulfill their duties once the events precipitating the absence are resolved.

Procedures

Temporary, short-term absence

For a temporary short-term absence to exist, the contractor must provide timely notice to the RCA Board of Directors of the following circumstances:

- That a temporary, unplanned absence of the Executive Director has begun that will render them unavailable to fulfil their Executive Director duties (as outlined in Appendix A) for a period that is expected to last **less than 3 months**.
- That the contractor remains available to fulfill their other (non-Executive Director) management & administrative duties and meet the contracted deliverables.

If such notice is provided, then the RCA Board will appoint an Acting Executive Director to fulfill the role of Executive Director for the period of the absence.

The following process will be applied when appointing the Acting Executive Director:

1. Executive Committee will appoint an Acting Executive Director

- The Executive Committee will notify the Board of Directors of the unplanned absence.
- As soon as is feasible, the President shall convene a meeting of the Executive Committee to affirm the procedures prescribed in this plan or to make modifications the Committee deems appropriate.
- The Executive Committee will appoint the “standing appointee” as the Executive Director as defined below.

2. Standing appointee

- The RCA-President shall serve as the Acting Executive Director in the absence of the Executive Director.
- If the RCA-President declines this appointment, the RCA Vice-President, RCA-Treasurer, or the RCA-Secretary will be appointed, in that order.
- If no member of the Executive Committee accepts the appointment, then the Executive Committee will request nominations from the RCA Board of Directors. If more than one nomination is received, the Executive Committee will call for a vote of the Board of Directors to determine the appointment.
- If no member of the Board of Directors accepts the appointment, the Executive Committee will request nominations from the RCA liaisons. If more than one nomination is received, the Executive Committee will call for a vote of the Board of Directors to determine the appointment.
- If no member of the RCA Board of Directors or Board liaisons accepts appointment, the RCA Executive Committee will seek Expressions of Interest (EOI) from the RCA's Executive Director Candidates List (which is kept current by the Executive Director as part of the RCA's Operational Manual). If more than one EOI is received, the Executive Committee will call for a vote of the Board of Directors to select the candidate and confirm the appointment.

3. The Acting Executive Director shall not serve on Executive Committee

- If any member of the Executive Committee accepts the appointment as Acting Executive Director, that Executive Committee member shall step down from Executive Committee while they are Acting Executive Director.
- The Executive Committee member shall regain their role on Executive Committee once their role as Acting Executive Director is terminated.

4. Duties and Authority of the Acting Executive Director

- The person appointed as the Acting Executive Director will have the full authority for decision-making and independent action as the Executive Director.
- The term of appointment be defined by the Executive Committee.
- The Executive Director's duties will be negotiated by the Executive Committee, in consultation with the contractor using Appendix A as a guide.

1. Compensation

The Acting Executive Director shall receive a temporary compensation at a rate negotiated by the Executive Committee and commensurate with the duties required.

2. Board committee responsible for oversight and support to the Acting Executive Director

As with an Executive Director, the Executive Committee of the Board will have responsibility for monitoring the work of the Acting Executive Director. The Executive Committee will help identify the supports required by the Acting Executive Director to be successful in this temporary leadership role and make every effort to ensure they are made available to the Acting Executive Director.

3. Communications plan

As soon as possible after the Acting Executive Director has begun covering an unplanned absence, the Board of Directors shall communicate the temporary leadership structure to key partners and supporters including:

- Members
- Sponsors
- Banking institutions (signing authorities)
- Other key stakeholders

Temporary, long-term absence

In this scenario, the contractor notifies the RCA Board of Directors of a temporary, unplanned absence that is expected to last more than 3 months, and will render the Executive Director unavailable to fulfil their duties as outlined in Appendix A. In this scenario, the contractor providing the management & administrative services remains available to fulfill their duties and meet the contracted deliverables. In this scenario, the RCA Board will appoint an Acting Executive Director to fulfill the role of Executive Director.

The procedures for managing a long-term absence shall be the same as for a short-term absence with one addition:

- The Executive Committee will give immediate consideration to terminating the Organizational Management & Administration Contract, giving the required 90 days' notice, and implementing a process to hire a new contractor and/or renegotiate a new contract with the current service provider. For example, it may be possible for a new Executive Director to work with the existing contractor for administrative services.

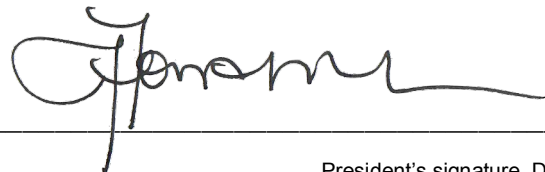
Permanent absence

In this scenario, the Board of Directors is notified of a permanent absence of either the Executive Director or the contractor.

The procedures will be the same as for a long-term temporary absence with one exception:

- The Board of Directors will terminate the existing Organizational Management & Administrative Services contract with the appropriate notice period.
- Once the Acting Executive Director is appointed and organizational continuity is secure, the Board of Directors will, as soon as is feasible, undertake a process to engage a new permanent Executive Director and administrative support.
- The process to obtain a new permanent Executive Director and administrative services supports will be defined by the Board, and a defined departure plan will be implemented to transition from the Acting Executive Director to the new Executive Director.

Approved by the Board of Directors
at the April 16, 2019 board meeting



President's signature, Date

Appendix A: Terms of Reference for the Executive Director and Organizational Management & Administrative Services

A. Core Work

The Core Work includes 1) Provision of an Executive Director and 2) Responsibilities and Deliverables.

1. Provision of an Executive Director

_____ acknowledges and agrees that it will ensure _____ is available to perform the services described in “*The Role of the Executive Director*” below. The role of ED cannot be delegated or assigned. The ED role is structured as a part-time services agreement with the RCA.

The Role of the Executive Director

The Executive Director (ED) serves as the Chief Executive Officer of the RCA reporting to the RCA Board of Directors but works independently under Board-approved policies and operating protocols.

The ED is responsible for developing, implementing, managing, and operating the RCA’s activities in a manner that achieves the Board-approved Mission, Vision and annually set strategic priorities, and implementing Board-approved bylaws, policies, and protocols. The ED is also responsible for the quality of all work conducted on behalf of the RCA and work provided to the Board.

The ED is the official spokesperson for the RCA and is required to develop and establish proactive positive interactions with the media, periodic communiques to members and presentations to key groups and other associations.

The ED is responsible to the Board and will attend all Board meetings, Board Strategic Planning Sessions, the conference, and RCA-branded events (e.g., workshops).

The ED ensures that the RCA Board has the information it needs to set its Strategic Priorities and fulfill its Mission and Vision. To achieve this, the ED must:

- Submit an **Annual Operating Plan and Budget** to the RCA’s Board of Directors. (See Strategic Planning below for the Annual Operating Plan requirements).
- Effectively manage the RCA’s operations and activities to meet the expectations of the Board, its members, and achieve outcomes and deliverables outlined in the Annual Operating Plan.
- Represent the RCA to external audiences in a manner that relays its brand, Vision, Mission, and policy positions.
- Maintain a close liaison with key stakeholders, especially RCA Members.
- Gather data and information and implement activities that enable the RCA to achieve Board-approved strategic priorities.

- Inform the Board in a timely manner of key data and information, issues, and opportunities that could enable or limit the ability of the RCA to achieve its Annual Operating Plan or its strategic priorities.
- Support and enable the Executive Committee in its work to plan and implement Board strategic planning and provide professional development relevant to building the skills of Board directors.
- Participate in all RCA strategic planning sessions and work undertaken by the Board each year.
- Operate the RCA within the annual Board-approved Budget.
- Operate the RCA in compliance with all relevant legislation, regulation, RCA Bylaws, Board-approved policies.

2. Responsibilities and Deliverables

The ED must meet the following accountabilities and deliver the following outputs.

Organizational Operations and Leadership

- Provide effective management of all RCA contracts (e.g., bookkeepers, communications).
- Provide the human resources needed to fulfill the RCA's core services and Board-approved special projects (e.g., Ambassadors).
- Ensure the maintenance of the RCA's records, including electronic records. Ensure appropriate records backup in accordance with good records management practices.
- Each year, develop and submit an **Annual Report** within 120 days of the end of the fiscal year, in a format satisfactory to the Board and containing all relevant data and information pertaining to the affairs of the RCA. Once approved by the Board, distribute the Annual Report to members.
- Ensure an annual audit is conducted of the financial affairs of the RCA, under the direction of the Board or its delegated committee.
- Provide coordination, advice, facilitation, and assistance to the RCA Board of Directors in the RCA's operations, strategic planning and governance.
- Monitor progress against the **Annual Operational Plan and Budget** and recommend tactical adjustments to the Board throughout the year.
- Provide the leadership necessary to achieve the Board-approved Vision, Mission and strategic priorities.

Administration & RCA Staff Management

- Provide administrative services to the RCA, such as:
 - receiving and responding to inquiries made directly to the RCA (i.e., telephone, electronic – (e.g., email, social media, mail);
 - processing mail;
 - processing memberships and sponsorships;
 - maintaining an up-to-date membership database;
 - maintaining RCA records;
 - updating information on the RCA website and Board databases; and
 - any other administrative support necessary to support the effective administration of the RCA.
- Coordinate the facilities for RCA meetings.
- Maintain an RCA mailing address, telephone number, and email address.

- Provide office space, utilities, consumables, equipment, computer programs, tools, appliances, materials, and supplies as necessary for the proper operation and maintenance of the affairs of the RCA.
- Make recommendations to the Board regarding RCA insurance coverage and securing insurance at the direction of the Board.
- Ensure all books, letters, securities, original documents, insurance papers, and other things belonging to the RCA and managed by the Executive Director are kept at the RCA office, and ensure they are freely accessible and available for review and inspection by RCA Directors.

Strategic Planning

- From the outcomes of the Board's Strategic Planning Session(s), develop and implement an **Annual Operating Plan and Budget** to achieve the Board-approved Mission and strategic priorities.
 - The Annual Operating Plan must cover the fiscal planning cycle of April 1st - March 31st of each year.
 - The proposed Annual Operating Plan and Budget are to be submitted to the Board for its review and, if appropriate, approval by February 1st of each year. The Board may direct the ED to make changes to the draft Plan and Budget before considering its approval.
 - The Annual Plan and Budget may be amended by mutual agreement of the Board and sonnevera at any time during the fiscal year.
 - The Annual Operating Plan must include milestones, key performance indicators and measures of success.
- Develop and submit an **Operations Manual** to the Board that outlines a schedule of all activities required to enable the successful management and administration of the RCA on an annual basis. The Operations Manual must include and describe key activities, dates, timelines and milestones required to fulfil the work of the RCA, as well as key requirements (e.g., legal) and deliverables required for the successful completion of the core work, Special Projects, and all contracts currently held by sonnevera with the RCA.
 - For added clarity, this includes activities required for the effective day-to-day management and administration of the Core Work of the RCA; the annual Ambassadors project; workshops; the Conference; Connector; Newsflashes; the Ambassador Coordinator; and any additional Board-approved Special Projects in the Annual Operating Plan.
 - The first draft of the Operations Manual must be provided to the Board by December 31, 2019 and updated annually by sonnevera thereafter.
- Develop and submit a **Succession Plan** for the Board's review and, if appropriate, approval.
 - The Succession Plan must identify at least two prospective replacements for the Executive Director role and must detail the training that will be required for the replacement to successfully execute all tasks of the Executive Director (in the case of an emergency) and sonnevera (in the case of a defined departure).
 - The first draft of this Plan must be submitted to the Board by December 2019 and updated as per the Board's direction.

- The Plan must be updated annually by April 1st of each year so that all prospective replacements continue to be viable options for the RCA, and that the document contemplates all new duties, work, contacts, strategy, training, etc. that may be required of any potential replacement to successfully fulfil their role.

Fiscal Management

- Monitor and take responsibility for maintaining the RCA's fiscal sustainability. Alert the Board to financial risks and opportunities in a timely manner and make recommendations to improve the RCA's financial position.

Stakeholder and Government Relations

- Prioritize and maintain effective contact and working relationships with the RCA Board of Directors, Board liaisons, RCA members and sponsors.
- Develop and enhance relationships with various levels of government, including administration and elected officials.
- Where relevant to the Board's Mission, Vision and strategic priorities, develop and enhance working relationships and collaborations with the leaders of similar not-for-profit recycling organizations (e.g., recycling and zero waste associations), and seek and implement opportunities that are mutually beneficial or advance shared strategic priorities.

Governance and Board Support

- Develop all Board meeting packages, in consultation with the President and the Treasurer, that include information and data requested or required by the Board to enable it to make informed decisions, have strategic discussions, and set and achieve its strategic priorities. Endeavour to circulate meeting packages to the Board at least one-week in advance of each Board meeting.
- Engage with the Board and coordinate Board strategic planning activities on an annual basis, including development of long-range goals, objectives, and funding requirements.
- Work closely with the Board to ensure changes in the regulatory environment are effectively reflected in policy and implemented.
- Provide support to the Board to carry out its governance responsibilities.
- Facilitate and support the Board in carrying out its governance activities.

Enhance and Promote the RCA's Public Image

- Promote the RCA and its value and services to all stakeholders, members and potential members, and government.
- Work effectively with key stakeholders and members in promoting the objectives of the RCA.

B. Special Projects

The Board may direct the Executive Director to deliver “Special Projects” that are above the scope of the Core Work of this contract, which is described above. Special projects include all other Board-approved activities and deliverables, such as organizing and hosting workshops, management of the Ambassador Coordinator and Ambassadors; management of RCA Project Teams; work related to other Board-approved projects in the Annual Operating Plan.

- In 2019-2020, the Board-approved projects include: Circular Cities, EPR, Communications Phase II, the CARES grant; the Agricultural Plastics Pilot Project, and three workshops.

For added clarity, the management of the Ambassador Coordinator and Ambassadors is distinct from role of the Ambassador Coordinator, which is contracted separately.